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10 *Attorneys for Creditor and Party-in-Interest*  
**NORTHERN CALIFORNIA POWER AGENCY**

11  
12 UNITED STATES BANKRUPTCY COURT

13 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

14 In re ) Case Nos. 19-30088 DM (Lead Case)  
15 PG&E CORPORATION ) 19-30089 DM  
16 -and- ) Chapter 11  
17 ) Jointly Administered  
18 ) **JOINDER OF NORTHERN CALIFORNIA**  
19 ) **POWER AGENCY TO SONOMA CLEAN**  
20 ) **POWER AUTHORITY'S LIMITED**  
21 ) **OBJECTION TO DEBTORS' PROTECTIVE**  
22 ) **ORDER MOTION**  
23 Debtors. )  
24 )

25 ) Date: June 26, 2019  
26 ) Time: 9:30 a.m.  
27 ) Courtroom: 17  
28 ) Place: 450 Golden Gate Ave., 16<sup>th</sup> Floor  
San Francisco, CA 94102  
29 ) Judge: Hon. Dennis Montali  
30 ) Appearance counsel: Mark Gorton

31 \* All papers shall be filed in the Lead Case  
32 No. 19-30088 DM

Northern California Power Agency (“NCPA”) joins the Limited Objection of Sonoma Clean Power Authority to the Debtors’ Protective Order Motion<sup>1</sup> (the “SCP Objection”).

### **NCPA IS A CREDITOR**

1. NCPA is a nonprofit California joint powers agency established in 1968 to construct and operate renewable and low-emitting generating facilities and assist in meeting the wholesale energy needs of its 16 members – the Cities of Alameda, Biggs, Gridley, Healdsburg, Lodi, Lompoc, Palo Alto, Redding, Roseville, Santa Clara, Shasta Lake, and Ukiah, Plumas-Sierra Rural Electric Cooperative, Port of Oakland, San Francisco Bay Area Rapid Transit (BART), and Truckee Donner Public Utility District. Collectively these members serve nearly 700,000 electric consumers in Central and Northern California. These members represent the geographic breadth and diversity of the state of California – from the Silicon, Sonoma and Central Valleys to the Sierras, some are urban and some are rural, and the size of utilities represented by NCPA varies greatly as well. (*See* Declaration of Anthony Zimmer ISO NCPA’s Statement of Support for TURN’s Motion for Appointment of Official Committee of Ratepayer Claimants (“Zimmer Dec.”) ¶ 5, Dkt. 1660-1.)

2. NCPA holds contingent claims for refunds from PG&E of approximately \$13.3 million as a wholesale Transmission Owner Tariff customer arising out of FERC proceedings referred to as TO18 and TO19, pending resolution by FERC. (*See* Zimmer Dec. ¶¶ 6-14, Dkt. 1660-1.) In addition, PG&E has identified NCPA as a non-debtor counterparty to twenty-one (21) executory contracts. (*See* PG&E’s Schedule G, Dkts. 907 at p. 502; 907-1 at pp. 163, 164, 240, 332, 333; 907-2 at pp. 443, 444; 907-4 at p. 145.) NCPA has contingent and unliquidated claims that would arise out of the rejection of any or all of those executory contracts, if the Court allows such rejection in this allegedly solvent case. (*See* Zimmer Dec., ¶¶ 6-14, Dkt. 1660.)

### **NCPA JOINS IN THE SCP OBJECTION**

3. NCPA joins the SCP Objection. Debtors’ Protective Order Motion and the Proposed Protective Order, if granted, would impose inappropriate, disproportionate and unfair burdens and obligations on NCPA and similarly situated governmental units that could impair and impede the

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<sup>1</sup>Unless otherwise defined, capitalized terms have the definitions ascribed to them in the Debtors’ Protective Order Motion (Dkt. 2459).

1 ability to protect their rights in these chapter 11 cases and in other proceedings in nonbankruptcy  
2 forums.

3 4. NCPA further supports the suggested changes to the Proposed Protective Order in the  
4 SCP Objection that, if adopted, NCPA believes may provide needed mitigation for these burdens and  
5 obligations.

#### 6 RESERVATION OF RIGHTS

7 5. Except as provided above, nothing herein nor in any other appearance, pleading,  
8 claim, proof of claim, suit, motion or any other writing or conduct shall constitute a waiver by  
9 NCPA of any procedural or substantive rights, remedies, claims, or defenses including, without  
10 limitation: (a) the right to have all matters, except monetary "damages claims," probation violations,  
11 and criminal complaints, heard and resolved by the FERC; (b) the right to have any and all final  
12 orders in any and all matters entered only after *de novo* review by a United States District Court  
13 Judge; (c) the right to have any matter heard and tried before an Article III court or, in the event of  
14 any applicable Chapter 9 case, such other bankruptcy court; (d) the right to trial by jury in any  
15 proceeding as to any and all matters so triable therein, whether or not the same be designated legal or  
16 private rights, or in any case, controversy or proceeding related hereto, whether or not such jury trial  
17 right is pursuant to statute or the United States Constitution, as well as the rights of State  
18 governmental units as such for sovereign immunity or under applicable laws, including the Fifth and  
19 Tenth Amendments; (e) the right to have the reference of this matter withdrawn by the United States  
20 District Court in any matter or proceeding subject to mandatory or discretionary withdrawal;  
21 (f) other rights, claims, actions, remedies, defenses, setoffs, recoupments or other matters to which  
22 NCPA is entitled under any agreements or at law or in equity or under the United States  
23 Constitution, including those protecting public funds or which may be enforced as police or  
24 regulatory powers under Section 362(b)(4) or under 28 U.S.C. § 959; and (g) the right to be served  
25 directly with pleadings commencing an adversary proceeding, contested matter or other proceeding  
26 or action.

27 6. All of the above rights, claims, defenses, and remedies are hereby expressly reserved.  
28 The filing of this Statement and participating in these bankruptcy cases, or any of them, shall not be

1 deemed to constitute a concession or admission of jurisdiction in the case or cases or before this  
2 court or any other court. NCPA does not consent to the bankruptcy court's jurisdiction or the  
3 jurisdiction of any other court. NCPA does not consent to the entry of final judgments, orders and/or  
4 decrees by the bankruptcy judge/bankruptcy court. At all times, NCPA demands a jury trial. NCPA  
5 does not consent to the bankruptcy court/bankruptcy judge conducting any jury trial.

6 **CONCLUSION**

7 For the foregoing reasons, NCPA joins in the SCP Objection and requests that the Court to  
8 sustain the objection and limit the relief provided on the Debtors' Protective Order Motion.

9 DATED: June 19, 2019.

RESPECTFULLY SUBMITTED,

10 BOUTIN JONES INC.

11  
12 By: /s/ Mark Gorton  
Mark Gorton

13 -and-

14 NORTHERN CALIFORNIA POWER AGENCY  
15 Jane Luckhardt, General Counsel (SBN 141919)

16 *Attorneys for Creditor and Party-in-Interest,*  
17 *NORTHERN CALIFORNIA POWER AGENCY*  
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**CERTIFICATE OF SERVICE**

I am employed in the County of Sacramento; my business address is 555 Capitol Mall, Suite 1500, Sacramento, California 95814. I am over the age of eighteen years and not a party to the foregoing action.

On June 19, 2019, I served the within:

**(1) JOINDER OF NORTHERN CALIFORNIA POWER AGENCY TO SONOMA  
CLEAN POWER AUTHORITY'S LIMITED OBJECTION TO DEBTORS'  
PROTECTIVE ORDER MOTION**



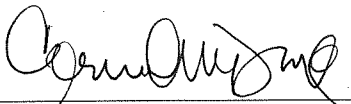
**(by e-mail transmission)** on all parties listed on the attached **Exhibit A**, based on a court order or an agreement of the parties to accept service by e-mail or electronic transmission, I sent the document(s) to the person(s) at the e-mail address(es) as set forth on the attached service list, **Exhibit A**.



**(by mail)** on all parties listed on the attached **Exhibit B** in said action by regular, first class United States mail, postage fully pre-paid, by placing a true copy thereof enclosed in a sealed envelope in a designated area for outgoing mail, addressed as set forth below. At Boutin Jones Inc., mail placed in that designated area is given the correct amount of postage and is deposited that same day, in the ordinary course of business, in a United States mailbox in the City of Sacramento, California.

I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on June 19, 2019, at Sacramento, California.

  
CARMELIA V. DOMINGO

1021291.1

## Exhibit A

**Exhibit A – Service List Email Only**

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Ira S. Dizengoff, David H. Botter One Bryant Park New York NY 10036	<a href="mailto:dsimonds@akingump.com">dsimonds@akingump.com</a>	Email
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**Exhibit A – Service List Email Only**

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# Exhibit A – Service List Email Only

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**Exhibit A – Service List Email Only**

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# Exhibit A – Service List Email Only

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# Exhibit A – Service List Email Only

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## **Exhibit B**

### Exhibit B – Service List by Mail Only

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## Exhibit B – Service List by Mail Only

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